

EXHIBIT 15

Form 990-PF

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No. 1545-0059

Department of the Treasury
Internal Revenue Service

2010

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation

HUBERFELD FAMILY FOUNDATION INC

Number and street (or P.O. box number if mail is not delivered to street address)

152 WEST 57TH STREET

Room/suite

City or town, state, and ZIP code

NEW YORK, NY 10019

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year Accounting method: Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____

► \$ 36603500. (Part I, column (d) must be on cash basis.)

A Employer identification number

13-4042543

B Telephone number

212-571-0500

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations exceeding the RSP test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	2000000.		N/A	
2 Check ► <input type="checkbox"/> If the foundation is not required to attach Sec. 8 interest on savings and temporary cash investments				
3 4 Dividends and interest from securities	122917.	122917.		STATEMENT 1
5a Gross rents	962266.	962266.		STATEMENT 2
6a Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	91548.			
6b Gross sales prices for all assets on line 6a	313520.			
7 Capital gains net income (from Part IV, line 2)		91548.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
10b Less: Cost of goods sold				
10c Gross profit or (loss)				
11 Other income	95709.	95709.		STATEMENT 3
12 Total, Add lines 1 through 11	3272440.	1272440.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
16b Accounting fees	STMT 4	3856.	0.	0.
16c Other professional fees				
17 Interest				
18 Taxes	STMT 5	12724.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 6	1654.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		18234.	0.	0.
25 Contributions, gifts, grants paid		2989626.		2989626.
26 Total expenses and disbursements. Add lines 24 and 25		3007860.	0.	2989626.
27 Subtract line 26 from line 12:		264580.		
28 a Excess of revenue over expenses and disbursements				
28 b Net investment income (if negative, enter -0-)		1272440.		
28 c Adjusted net income (if negative, enter -0-)			N/A	

023501
12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

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2010.04010 HUBERFELD FAMILY FOUNDATION 404571
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Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (see section 4945(e))?

 Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

 Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

 Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

 Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A 5b

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A 7b

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MURRAY HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	PRESIDENT/DIRECTOR 0 . 0 0	0 .	0 .	0 .
SEYMOUR HUBERFELD 24 BRIARWOOD LANE LAWRENCE, NY 11559	SECRTY/TREAS/DIRECTOR 0 . 0 0	0 .	0 .	0 .
RAE HUBERFELD 1409 EAST 24TH STREET BROOKLYN, NY 11210	DIRECTOR 0 . 0 0	0 .	0 .	0 .

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

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HUBERFELD FAMILY FOUNDATION INC

13-4042543

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
METROPOLITAN NATIONAL BANK	4366.
SIGNATURE BANK	96732.
WACHOVIA BANK	21819.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	122917.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AARON ELBOGEN TRUST	207278.	0.	207278.
E&M ASSOCIATES LLC	65000.	0.	65000.
EXCELL FINANCIAL CORP	284250.	0.	284250.
GLACIAL ENERGY	7667.	0.	7667.
KIMMEL & KIMMEL	254183.	0.	254183.
MONTAGE HOLDINGS LLC	27107.	0.	27107.
SPAC	116781.	0.	116781.
TOTAL TO FM 990-PF, PART I, LN 4	962266.	0.	962266.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MARBRIDGE ENERGY PARTNERS LLC	70269.	70269.	
BAYBERRY CONSUMER FINANCE LLC	25440.	25440.	
TOTAL TO FORM 990-PF, PART I, LINE 11	95709.	95709.	

HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF

OTHER NOTES AND LOANS REPORTED SEPARATELY

STATEMENT

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MORTGAGES RECEIVABLE			VARIOUS	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
VARIOUS	VARIOUS	6210000.	REAL ESTATE MORTGAGES	0.

SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN
REAL ESTATE MORTGAGE		INVESTMENT

RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		3509867.	0.	3509867.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AMERICAN FRIENDS OF CHESED L'ORCHIM			4000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/14/05	12/14/10	160000.		0.

SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN
NONE		ASSIST RELIGIOUS ORGANIZATION

RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		80400.	0.	80400.

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BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
05/09/07	08/15/08	3000000.			0.		
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
CORP & PERSONAL GUARANTIES		INVESTMENT					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		0.	0.	0.			
BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
IRWIN GOLDSTEIN		700/MO		.00%			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
05/22/07		18500.			0.		
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
PERSONAL GUARANTY		HELP NEEDY INDIVIDUAL					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		652.	0.	652.			

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
12/31/07	02/03/10	12000.			0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
PERSONAL GUARANTY			HELP NEEDY INDIVIDUAL		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			4500.	0.	4500.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
YESHIVA DARCHEI TORAH			13889/MO	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
06/30/08	01/10/10	250000.			0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN		
NONE			ASSIST RELIGIOUS ORGANIZATION		
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			0.	0.	0.

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HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
NAFTALI FEIGENBAUM			150/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
11/03/08	09/03/09	5000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		HELP NEEDY INDIVIDUAL		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		500.	0.	500.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TRISTATE PODIATRY PC			2222/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/07/08	12/07/08	20000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		HELP NEEDY INDIVIDUAL		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		13333.	0.	13333.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA OF LONG ISLAND			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/16/08	07/16/09	100000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		0.	0.	0.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA OF LONG ISLAND			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/14/08	05/16/10	100000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		0.	0.	0.

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HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	LUMP SUM	.00%
12/01/08	12/01/09	25000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
PERSONAL GUARANTY		ASSIST INDIVIDUAL IN NEED		
RELATIONSHIP OF BORROWER			DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			25000.	0. 25000.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TIFERET MORDECHAI			4167/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
03/04/09	03/04/11	100000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER			DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			12500.	0. 12500.

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BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
09/08/09	03/08/13	2500000.			0.		
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
INVESTMENTS IN TWO PARTNERSHIPS		INVESTMENT					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		4000000.	0.	4000000.			
BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
SABSY YOSELOVSKY		500/M0		.00%			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
1/18/09	12/18/12	20000.			0.		
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
PERSONAL GUARANTY		HELP NEEDY INDIVIDUAL					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		12000.	0.	12000.			

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA OF LONG ISLAND			15000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/22/09	06/22/10	690000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		137500.	0.	137500.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
YESHIVA KETANA OF LONG ISLAND			5000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
11/03/10	12/03/10	50000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST EDUCATIONAL INSTITUTION		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		50000.	0.	50000.

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BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
11/16/10	03/16/11	150000.			0.		
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
NONE		ASSIST RELIGIOUS ORGANIZATION					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		150000.	0.	150000.			
BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE			
E&M LANGER				12.00%			
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION			
04/27/10	12/31/11	1500000.			0.		
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN					
PERSONAL GUARANTY		INVESTMENT					
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN			
NONE		500000.	0.	500000.			

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BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE	
MONTAGE HOLDINGS LLC		VARIOUS		12.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
12/30/10		100000.			0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
NONE		INVESTMENT			
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN	
NONE		100000.	0.	100000.	
BORROWER'S NAME		TERMS OF REPAYMENT		INTEREST RATE	
FRANK BERKOWITZ		\$25M 1/18 AND 25M 3/18/11		.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
10/12/10	03/18/11	100000.			0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
NONE		ASSIST INDIVIDUAL IN NEED			
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN	
NONE		50000.	0.	50000.	

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
JOSEPH SCHUPACK			5000/MO	50.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
05/17/10	05/17/11	60000.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
NONE		ASSIST INDIVIDUAL IN NEED		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		25000.	0.	25000.
BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MARBRIDGE ENERGY FINANCE			VARIOUS	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
VARIOUS	VARIOUS	1013689.		0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
GUARANTEES		INVESTMENT		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		1013689.	0.	1013689.
TOTAL TO FORM 990-PF, PART II, LINE 7		9684941.	0.	9684941.
FORM 990-PF		CORPORATE STOCK		STATEMENT 8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
PLATINUM PARTNERS VALUE ARBITRAGE (INTERNATIONAL) LTD			3764144.	13231286.
MENGOLD RESOURCES INC			306469.	31390.
TINTIC GOLD MINES			58000.	2900.
PLATINUM LIQUID OPPORTUNITY FUND LTD			700722.	1000000.
TOTAL TO FORM 990-PF, PART II, LINE 10B			4829335.	14265576.

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HÜBERFELD FAMILY FOUNDATION INC

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OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAYBERRY FUND LLC	COST	1000000.	1000000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1000000.	1000000.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SUSPENSE	672.	0.	0.
ATTORNEY'S ESCROW ACCOUNT	91900.	22700.	22700.
DUE FROM PLATINUM LIQUID OPPORTUNITY FUND	155076.	239622.	239622.
TO FORM 990-PF, PART II, LINE 15	247648.	262322.	262322.